

MANUFACTURER'S RELEASE

NATIONAL STEEL CAR LIMITED, the manufacturer named in that certain Manufacturing Agreement dated as of December 1, 1994, with TTX Company, which agreement has been filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on January 10, 1995 and assigned recordation number 19168, does hereby acknowledge receipt of all amounts due under said agreement in respect of, and does hereby release all of its right, title and interest in and to, the railroad equipment listed Schedule A hereto.

ATTEST

NATIONAL STEEL CAR LIMITED

L. Johnson
Secretary

By David E. Poole
David E. Poole
Vice President -
Finance

CITY OF HAMILTON)
) SS:
PROVINCE OF ONTARIO)

On this 2nd day of May, 1995, before me personally appeared David E. Poole, to me personally known, who, by me being duly sworn, says that he is Vice President of National Steel Car Limited, that the seal affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

James Anthony Grant
Notary Public

James Anthony Grant, Notary Public,
Regional Municipality of Hamilton-Wentworth,
limited to the attestation of instruments and
the taking of affidavits for National Steel
Car Limited. Expires May 1, 1996.

**CONTRACT T-2094-N
SCHEDULE A TO BILL OF SALE, MANUFACTURER'S RELEASE
AND INVOICE #29351**

DELIVERY OF CENTRE BEAM CARS

<u>DATE ACCEPTED</u>	<u>TTZX SERIES CAR NUMBER</u>	<u>TTZX SERIES CAR NUMBER</u>	<u>DAILY QUANTITY</u>	<u>CUMULATIVE QUANTITY</u>
17-Apr-95	861858	861946		
	861942	861947		
	861943	861949		
	861944	861951		
	861945	861952	10	10
18-Apr-95	861948	861957		
	861953	861959		
	861954	861960		
	861955	861961		
	861956	861962	10	20
19-Apr-95	861963	861968		
	861964	861969		
	861965	861970		
	861966	861971		
	861967	861972	10	30
20-Apr-95	861973	861978		
	861974	861979		
	861975	861980		
	861976	861981		
	861977	861982	10	40
21-Apr-95	861937	861986		
	861958	861989		
	861983	861990		
	861984	861991		
	861985	861992	10	50

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<u>DATE ACCEPTED</u>	<u>TTZX SERIES CAR NUMBER</u>	<u>TTZX SERIES CAR NUMBER</u>	<u>DAILY QUANTITY</u>	<u>CUMULATIVE QUANTITY</u>
24-Apr-95	861950	861996		
	861987	861997		
	861993	861998		
	861994	861999		
	861995	862002	10	60
25-Apr-95	862000	862006		
	862001	862009		
	862003	862010		
	862004	862011		
	862005	862013	10	70
26-Apr-95	862008	862017		
	862012	862019		
	862014	862021		
	862015	862022		
	862016	862023	10	80
27-Apr-95	862024	862030		
	862025	862031		
	862026	862032		
	862028	862033		
	862029	862034	10	90
28-Apr-95	862020	862036		
	862027	862037		
	862035	862038	6	96
29-Apr-95	862018	862040		
	862039	862042	4	100